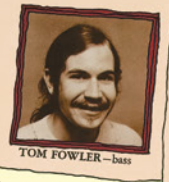
McDonald's
Florida
ZAPPA/
MOTHERS
STAGE PASS
AIR-INDIA
FRANK ZAPPA
Bob's
Over-nite Sensation
David S. McMacken

Over-nite Sensation

50th ANNIVERSARY

SUPER DELUXE EDITION



TOM FOWLER—bass

BRUCE FOWLER
—trombone

RALPH HUMPHREY
—drums

I'M THE SLIME

vocal: FRANK ZAPPA (announcer-KIN VASSY)

I am gross and perverted
I'm obsessed 'n deranged
I have existed for years
But very little has changed
I am the tool of the Government
And industry too
For I am destined to rule
And regulate you

I may be vile and pernicious
But you can't look away
I make you think I'm delicious
With the stuff that I say
I am the best you can get
Have you guessed me yet?
I am the slime oozin' out
From your TV set

You will obey me while I lead you
And eat the garbage that I feed you
Until the day that we don't need you
Don't go for help . . . no one will need you
Your mind is totally controlled
It has been stuffed into my mold
And you will do as you are told
Until the rights to you are sold

That's right, folks . . .
Don't touch that dial

Well, I am the slime from your video
Oozin' along on your livin' room floor

I am the slime from your video
Can't stop the slime, people, lookit me go

SAL MARQUEZ
—trumpet & vocals

engineers: BARRY KEENE
TERRY DUNAVAN
FRED BORKGREN
STEVE DESPER

re-mix: KERRY MCNABB

studios: BOLIC SOUND
WHITNEY
PARAMOUNT

technicians: PAUL HOF
JAY "DUNT" SLOATMAN
KANSAS J. CANZUS

otherwise: STEVE ALSBERG
MARTY PERELLIS
RHONDA & RAMONA

CAMARILLO BRILLO

vocal: FRANK ZAPPA

She had that
Camarillo brillo
Flamin' out along her head,
I mean her Mendocino bean-o
By where some bugs had made it red

She ruled the Toads
Of the Short Forest
And every newt in Idaho
And every cricket who had chorused
By the bush in Buffalo

She said she was
A Magic Mama
And she could throw a mean Tarot
And carried on without a comma
That she was someone I should know

She had a snake for a pet
And an amulet
And she was breeding a dwarf
But she wasn't done yet
She had gray-green skin
A doll with a pin
I told her she was awright
But I couldn't come in
(I couldn't come in right then . . .)

And so she wandered
Through the door-way
Just like a shadow from the tomb
She said her stereo was four-way
An' I'd just love it in her room

Well, I was born
To have adventure
So I just followed up the steps
Right past her fuming incense stencher
To where she hung her castanets

She stripped away
Her rancid poncho
An' laid out naked by the door
We did it till we were un-concho
An' it was useless any more

She had a snake for a pet
And an amulet
And she was breeding a dwarf
But she wasn't done yet
She had gray-green skin
A doll with a pin
I told her she was awright
But I couldn't come in
(actually, I was very busy then)

And so she wandered
Through the door-way
Just like a shadow from the tomb
She said her stereo was four-way
An' I'd just love it in her room

Well, I was born
To have adventure
So I just followed up the steps
Right past her fuming incense stencher
To where she hung her castanets

She said she was
A Magic Mama
And she could throw a mean Tarot
And carried on without a comma
That she was someone I should know

(Is that a real poncho . . . I mean
Is that a Mexican poncho
or is that a Sears poncho?
Hmmm . . . no foolin' . . .)

produced, arranged & conducted by FRANK ZAPPA

all selections © 1973 — MUNCHKIN MUSIC, ASCAP.

MONTANA

vocal: FRANK ZAPPA with KIN VASSY (*"Yippy-Ty-O"*)

I might be movin' to Montana soon
Just to raise me up a crop of
Dental Floss

Raisin' it up
Waxen it down
In a little white box
That I can sell uptown

By myself I wouldn't
Have no boss,
But I'd be raisin' my lonely
Dental Floss

Raisin' my lonely
Dental Floss

Well I just might grow me some bees
But I'd leave the sweet stuff
For somebody else . . . but then, on the other hand I'd

Keep the wax
'N melt it down
Pluck some Floss
'N swish it aroun'

I'd have me a crop
An' it'd be on top (that's why I'm movin' to Montana)

Movin' to Montana soon
Gonna be a Dental Floss tycoon (yes I am)
Movin' to Montana soon
Gonna be a *mesmil-soo flyknine*

I'm pluckin' the ol'
Dennil Floss
That's growin' on the prairie
Pluckin' the floss
I plucked all day an' all nite an' all
Afternoon . . .

I'm ridin' a small tiny hoss
(His name is MIGHTY LITTLE)
He's a good hoss
Even though
He's a bit dinky to strap a big saddle or
Blanket on anyway
He's a bit dinky to strap a big saddle or
Blanket on anyway
Any way

I'm pluckin' the ol'
Dennil Floss
Even if you think it is a little silly, folks
I don't care if you think it's silly, folks
I don't care if you think it's silly, folks

I'm gonna find me a horse
Just about this big,
An' ride him all along the border line

With a
Pair of heavy-duty
Zircon-encrusted tweezers in my hand
Every other wrangler would say
I was mighty grand

By myself I wouldn't
Have no boss,
But I'd be raisin' my lonely
Dental Floss

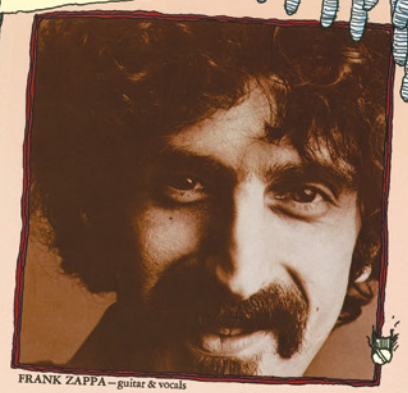
Raisin' my lonely
Dental Floss
Raisin' my lonely
Dental Floss

Well I might
Ride along the border
With my tweezers gleamin'
In the moon-lighty night

And then I'd
Get a cuppa cawfee
'N give my foot a push . . .
Just me 'n the pygmy pony
Over by the Dennil Floss Bush

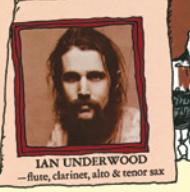
'N then I might just
Jump back on
An' ride
Like a cowboy
Into the dawn to Montana

Movin' to Montana soon
(Yippy-Ty-O-Ty-Ay)
Movin' to Montana soon
(Yippy-Ty-O-Ty-Ay)



FRANK ZAPPA—guitar & vocals

RUTH UNDERWOOD
—marimba, vibes & percussion



IAN UNDERWOOD
—flute, clarinet, alto & tenor sax

DINAH-MOE HUMM

vocal: FRANK ZAPPA with KIN VASSY & SAL MARQUEZ

I couldn't say where she's comin' from,
But I just met a lady named Dinah-Moe Humm

She stroll on over, say look here, bum,
I got a forty-dollar bill say you can't make me cum
(Y'jes can't do it)

She made a bet with her sister who's a little bit dumb
She could prove it any time all men was scum

I don't mind that she called me a bum,
But I knew right away she was really gonna cum
(So I got down to it)

I whipped off her bloomers 'n stiffened my thumb
An' applied rotation on her sugar plum

I poked 'n stroked till my wrist got numb
But I still didn't hear no Dinah-Moe Humm,
Dinah-Moe Humm

Dinah-Moe Humm
Dinah-Moe Humm
Where's this Dinah-Moe
Comin' from
Done spent three hours
An' I ain't got a crumb
From the Dinah-Moe, Dinah-Moe, Dinah-Moe
From the Dinah-Moe Humm

I got a spot that gets me hot
But you ain't been to it
I got a spot that gets me hot
But you ain't been to it

I got a spot that gets me hot
But you ain't been to it
I got a spot that gets me hot
But you ain't been to it
'Cause I can't *get into it*
Unless I get *out of it*
An' I gotta get *out of it*
Before I *get into it*
'Cause I never *get into it*
Unless I get *out of it*
An' I gotta be *out of it*
To get myself *into it*

(She looked over at me with a glazed eye
And some bovine perspiration on her upper lip area
And she said . . .)

Just get me wasted
An' you're half-way there
'Cause if my mind's tore up,
Then my body don't care

I rubbed my chinny-chin-chin
An' said *my-my-my*
What sort of thing
Might this lady get high upon?

I checked out her sister
Who was holdin' the bet
An' wondered what kind of trip
The young lady was on

The forty dollar bill didn't matter no more
When her sister got *nekkid* an' laid on the floor
She said Dinah-Moe might win the bet
But she could use a little _____ if I wasn't done yet

I told her . . .
Just because the sun
Want a place in the sky
No reason to assume
I wouldn't give her a try

So I pulled on her hair
Got her legs in the air
An' asked if she had any cooties in there

(Whaddya mean cooties! No cooties on me!)

She was buns-up kneelin'
BUNS UP!
I was wheelin' an dealin'
WHEELIN' AN' DEALIN' AN' OOOOH!
She surrender to the feelin'
SHE SWEETLY SURRENDERED
An' she started in to squealin'

Dinah-Moe watched from the edge of the bed
With her lips just a-twitchin' an' her face gone red
Some drool rollin' down
From the edge of her chin
While she spied the condition
Her sister was in
She quivered 'n quaked
An' clutched at herself
While her sister made a joke
'Bout her mental health
"I'll Dinah-Moe finally
Did give in
But I told her
All she really needed
Was some discipline . . .

Kiss my aura . . . Dora . . .
M-M-M . . . it's real angora
Would y'all like some more-a?
Right here on the flora?
An' how 'bout you, Fauna?
Y'wanna?

MMM . . . sounds like y'might be chokin' on somethin'

Did you say you want some more?
Well, here's some more . . .

MMM, sure . . . listen,
D'you think I could interest you
In a pair of zircon-encrusted tweezers?

MMM . . . tweezers!
Here, lemme sterilize 'em . . .
Gimme your lighter . . .

I couldn't say where she's comin' from,
But I just met a lady named Dinah-Moe, Humm

She stroll on over, say look here, bum,
I got a forty dollar bill say you can't make me cum
(Y'jes can't do it)

I whipped off her bloomers 'n stiffened my thumb
An' applied rotation on her sugar plum

I poked 'n stroked till my wrist got numb
An' you know I heard some Dinah-Moe Humm,
Dinah-Moe Humm

Dinah-Moe
Dinah-Moe
Dinah-Moe
Dinah-Moe

FIFTY-FIFTY

vocal: RICKY LANCELOTTI

Well, my dandruff is loose
An' my breath is chartreuse
I know I ain't cute
An' my voice is ka-poot

But that's awright people
I'm just crazy enough to sing to you
Any old way

I figure the odds be fifty-fifty
I just might have some thing to say

Ain't gonna sing you no love song
How my heart is all sore
Will not beg your indulgence
'Cause you heard it before

But that's awright people
I'm just crazy enough to sing to you
Any old way

I figure the odds be fifty-fifty
I just might have some thing to say

I have taken your time
I have sung you my song
Ain't no great revelation
But it wasn't too long

An' that's awright people
I'm just crazy enough to sing to you
Any old way

I figure the odds be fifty-fifty
I just might have some thing to say

GEORGE DUKE
—keyboards & synthesizer

cover illustration: DAVID B.McMACKEN
inside: CAL SCHENKEL

JEAN-LUC PONTY
—violin & baritone violin

DIRTY LOVE

vocal: Frank Zappa

Give me
Your dirty love
Like you might surrender
To some dragon in your dreams

Give me
Your dirty love
Like a pink donation
To the dragon in your dreams

I don't need your sweet devotion
I don't want your cheap emotion
Just whip me up some dragon lotion
For your dirty love

Give me
Your dirty love
Like some tacky little pamphlet
In your daddy's bottom drawer

Give me
Your dirty love
I don't believe you never seen
That book before

I don't need no consolation
I don't want your reservation
I only got one destination
An' that's your dirty love

Give me
Your dirty love
Just like your mama
Make her fuzzy poodle do

Give me
Your dirty love
The way your mama
Make that nasty poodle chew

I'll ignore your cheap aroma
And your little-bo-peep diploma
I'll just put you in a coma
With some dirty love

THE POODLE BITES!
(Come on, Frenchie)
THE POODLE CHEWS IT!
(Snap it!)
THE POODLE BITES!
(Come on, Frenchie)
THE POODLE CHEWS IT!
(Snap it!)

ZOMBY WOOF

vocal: FRANK ZAPPA & RICKY LANCELOTTI

Three hundred years ago
Thought I might get some sleep
Stretched myself out onna antique bed
An' my spirit did a midnite creep

You know I'll never sleep no more

To me it seem that it just ain't wise

Didja ever wake up in the mornin'
With a ZOMBY WOOF behind your eyes

I am the ZOMBY WOOF
I'm that creature all the ladies been
Talkin' about

I am the ZOMBY WOOF
They all seek for shelter when I come chargin' out

Tellin' you all the Zomby troof
Here I'm is, the ZOMBY WOOF

Tellin' you all the Zomby troof
Here I'm is . . .

Reety-aurrighty, he da ZOMBY WOOF
Reety-aurrighty, he da ZOMBY WOOF

They said *aw-reety*
An' they was *aw-righty*
An' I was a Zomby for you, little lady . . .

I got a great big pointed fang
Which is my Zomby Toof
My right foot's bigger than my other one is
Like a reg'lar Zomby Hoof
If I raid your dormitorium
Don't try to remain aloof . . .

I might snatch you up screamin' through the window all nekkid
An' do it to you up on the roof, don't mess with the
ZOMBY WOOF

I am about as evil as a Boogie Man can be!

Tellin' you all the Zomby Troof
Here I'm is, the ZOMBY WOOF

Tellin' you all the Zomby Troof
Here I'm is, the ZOMBY WOOF

photography: EMERSON-LOEW

OVER-NITE SENSATION - THE ALBUM

Mastered by Bob Ludwig, Gateway Mastering 2012

1. **CAMARILLO BRILLO** 3:59
2. **I'M THE SLIME** 3:34
3. **DIRTY LOVE** 2:58
4. **FIFTY-FIFTY** 6:12
5. **ZOMBY WOOF** 5:10
6. **DINAH-MOE HUMM** 6:03
7. **MONTANA** 6:36

Produced, arranged & conducted by **Frank Zappa**

All selections ©1973 Munchkin Music, ASCAP.

Engineers: Barry Keene, Terry Dunavan, Fred Borkgren, Steve Desper
Re-mix: Kerry McNabb
Studios: Bolic Sound, Whitney, Paramount
Technicians: Paul Hof, Jay "Dunt" Sloatman, Kansas J. Canzus
Otherwise: Steve Alsberg, Marty Perellis, Rhonda & Ramona

Photography: Emerson-Loew
Cover Illustration: David B. McMacken
Inside: Cal Schenkel

BONUS SESSION MASTERS

PLAYERS:
Frank Zappa- Guitar & Vocals
George Duke- Keyboards & Synthesizer
Jean Luc-Ponty- Violin & Baritone Violin
Sal Marquez- Trumpet & Vocals
Ian Underwood- Flute, Clarinet, Alto & Tenor Sax
Bruce Fowler- Trombone
Tom Fowler- Bass
Ruth Underwood- Marimba, Vibes & Percussion
Ralph Humphrey- Drums
Ricky Lancelotti- Vocal

1. **WONDERFUL WINO (Complete Edit)** (Zappa/Simmons) 3:16
Basic Tracks recorded at Trident Studios, June 21, 1970
Aynsley Dunbar- Drums
Jeff Simmons- Bass
Overdubs recorded at Bolic Sound, May 1973
Mixed by FZ and Kerry McNabb at Paramount Studios, June 1973

2. **INCA ROADS (1973 Version, 2023 Mix)** 3:49
Recorded at Bolic Sound, March 20, 1973 and Whitney Studios, May 1973
Remixed by Craig Parker Adams, Winslow Ct. Studios, 2023
None of the vintage mixes found in the vault contained Sal's voice or trumpet. Imagine the surprise once the 16-Track master was transferred! It warranted a new remix.

3. **RDNZL (1973 Mix)** 4:17
Recorded at Whitney Studios, April 1973 (found on a Bolic Sound Master Reel)
Mixed to 4-Track Stereo by FZ and Kerry McNabb at Paramount Studios, June 13, 1973
This track was remixed when issued on The Lost Episodes *CD in 1996. Here is a vintage mix that contains FZ's guitar solo, missing from the released version.*

4. **FOR THE YOUNG SOPHISTICATE (Dolby EQ Copy)** 3:18
2-Track Master
Recorded at Bolic Sound, March 19, 1973
Mixed by FZ and Kerry McNabb, Paramount Studios 1973
EQ and Dolby Noise Reduction by FZ- Late '70s
During the production of 1977's Läther *album, FZ took the main 1973 master mix of this song and applied some EQ and Dolby noise reduction to create a new sub-master. When comparing the two, it's obvious why he did it. It's surprising there wasn't a remix made, but it's possible he did not have access to the original multi-track tapes at that time.* Läther *was eventually released on CD in 1996.*

5. **I'M THE SLIME (Single Version)** 3:04
2-Track Master
Prepared by FZ with Kerry McNabb at Paramount Studios, Hollywood CA for release as a single on Discreet Records, 1973

6. **MONTANA (Single Edit with Intro)** 5:29
Essentially the same mix as the main album, but with the guitar solo edited out. Included here is the intro that FZ removed from the master. Clearly, we get hear more of Tina Turner and the Ikettes.

BONUS VAULT SENSATIONS

7. **INCA ROADS (Bolic Take-Home Mix)** 3:47
2-Track Master
¾ of this early take-home mix is an alternate take which FZ eventually decided against for the master version.

8. **RDNZL (Take 2)** 4:41
16-Track Master, 3-20-73 Bolic Sound

9. **X-FORTS (Echidna's Arf (of You))** 7:22
16-Track Master, 3-20-73

10. **CAMARILLO BRILLO (Alternate Mix)** 3:34
2-Track Master
Mixed by FZ & Kerry McNabb, 1973
Originally tracked at Bolic Sound on May 28th, the vocal takes featured in this mix were not saved. It's very interesting to hear FZ's vocal arrangement harmonizing with himself. Obviously this is an earlier approach that was ditched in favor of the master version.

11. **FACE DOWN (I'm The Slime - Demo)** 2:11
2-Track Master
PLAYERS:
FZ- Guitar, Vocal
Unknown- Bass
Unknown- Rhythm Guitar
Unknown- Drums
Recorded at Paramount Studios, 12-19-72
Mixed by FZ & Kerry McNabb, Paramount Studios, December 1972
There is no documentation that lists the musicians on this obscure track. When listening to the multi-track master, you can hear there is a rhythm guitar player, bass player and drummer tracking in real-time with FZ on guitar and vocals. It's possible the rhythm guitar is Tony Duran and the bass player could be Dave Parlato, but the drums are a mystery as the sound of the overall drum kit is not reminiscent of Jim Gordon or Ralph Humphrey.

12. **I'M THE SLIME (Basic Track Outtake)** 5:56
16-Track Master, 3-20-73

13. **DIRTY LOVE (Session Rehearsal)** 3:53
16-Track Master, 3-19-73

14. **DIRTY LOVE (with Quad Guitar)** 4:13
4-Track Master
Mixed to 4-Track tape by FZ with Kerry McNabb, 1973
With a new quadraphonic set-up at Paramount Studios, it's not surprising FZ would have some fun with it. The unissued guitar solo was most likely jumping from speaker to speaker in real time while captured to 4-track tape. Here we have a 2-channel fold down mix. What's revealing is the length of the guitar solo. Who would have ever known the album version was edited down?

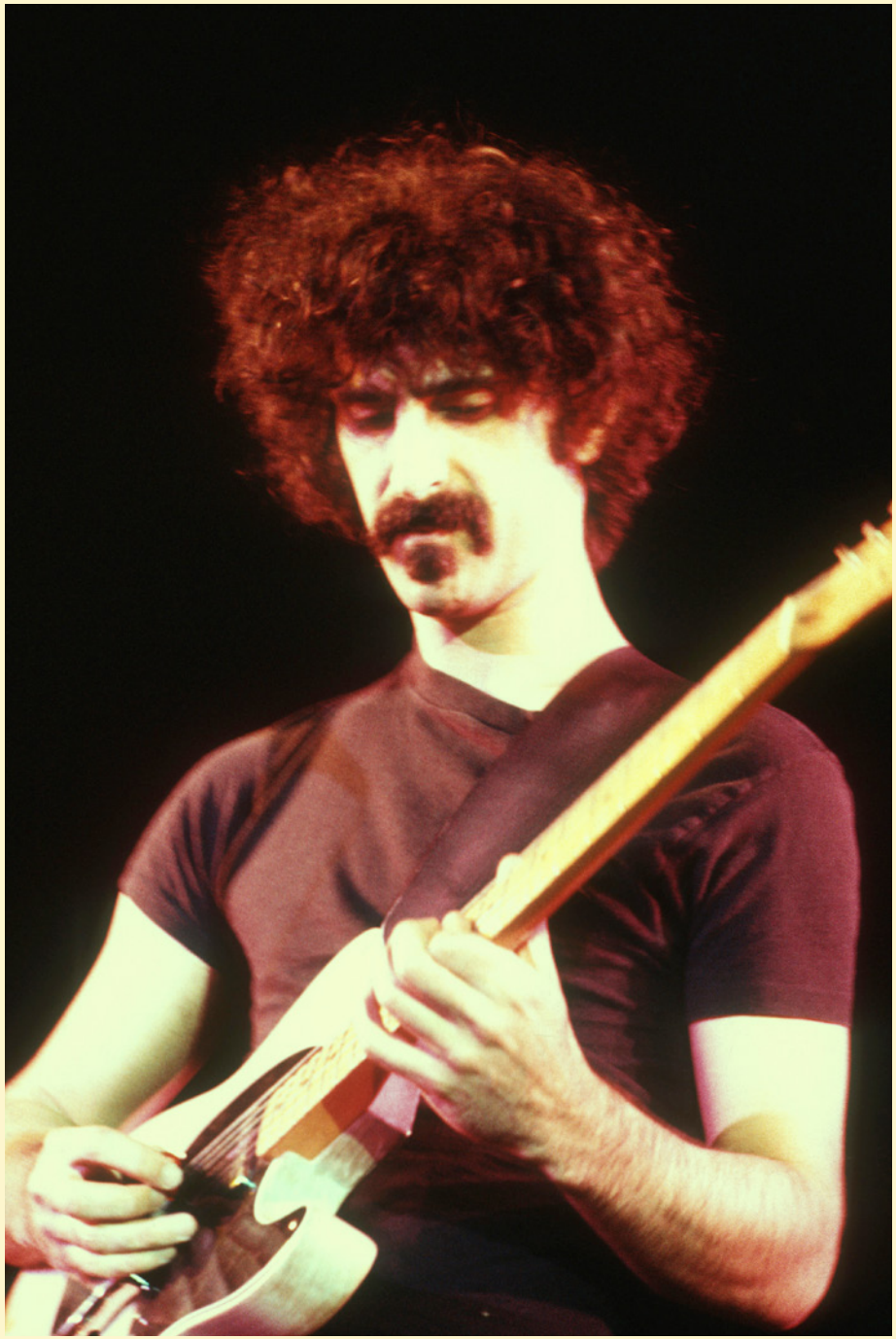
15. **FIFTY-FIFTY - PIPE ORGAN INTRO IMPROVISATIONS** 4:02
16-Track Master, April/May, 1973

16. **FIFTY-FIFTY (Basic Tracks, Take 7)** 6:21
16-Track Master, April/May 1973 Whitney Studios

17. **DINAH-MOE HUMM (Session Rehearsal)** 2:05
16-Track Master, 3-19-73

18. **DINAH-MOE HUMM (Bolic Take-Home Mix)** 8:01
2-Track Master

19. **MONTANA (Bolic Take-Home Mix)** 7:23
2-Track Master
Originally tracked at Bolic Sound, 3-20-73



HOLLYWOOD PALLADIUM
HOLLYWOOD, CALIFORNIA
MARCH 23, 1973

Engineer: Barry Keene
Source: ½" 4-Track analog tape
Re-Mix, Audio Restoration and Mastering by John Polito, Audio Mechanics, 2023
Unfortunately, The Palladium show masters are not complete. Reels two through four exist but in typical disarray, as FZ took a razor blade to the tapes to isolate chunks of source material he liked. The master tapes themselves used to contain shows recorded months before during the Petite Wazoo tour, but FZ repurposed them. Sadly, this is a reality that tortures us hardcore fans, but we have to understand that Frank obviously did not feel a need to save certain shows. Maybe the shows weren't up to par or maybe the sound of the tapes weren't ideal. Nevertheless, "It Is What It Is" as they say in the trade. It's my assumption the show went longer than expected and Barry Keene did not have enough tape to record the entire gig. Sadly the end of the concert along with a guest appearance by Ray Collins was not captured. If indeed Barry did have enough tape, Frank did not save Reel one or Reel five. If by any chance they turn up someday, maybe they will be included in a future project. Had Reel 1 been saved, we would hear RDNZL as the opening track, followed by the Exercise 4/Dog Breath/Uncle Meat medley and Fifty-Fifty (according to Leonard Feather's review in the LA Times, March 26, 1973).

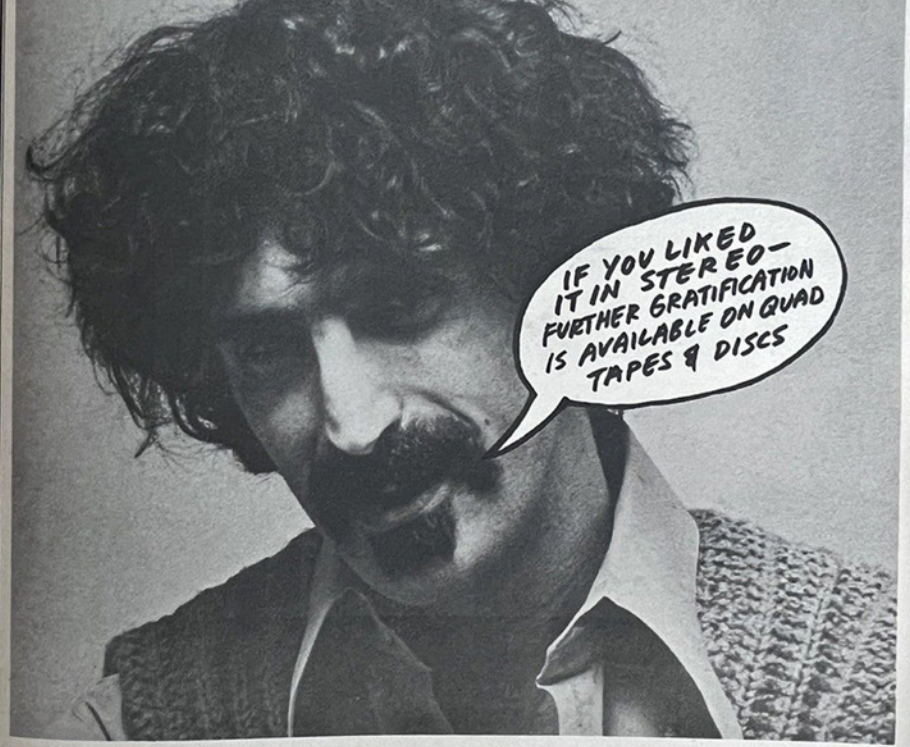
The Palladium show was quite the event. It blended material that was primarily all new at the time along with lots of extended improvisations and guest stars. Ricky Lancelotti's guest vocal extravaganza was the one and only time he performed live with Zappa.

1. **MONTANA** 7:26
2. **DUPREE'S PARADISE (Intro)** 8:19
3. **DUPREE'S PARADISE** 12:39
4. **COSMIK DEBRIS** 6:35
5. **"THE DYNAMIC SAL MARQUEZ!"** 2:05
6. **BIG SWIFTY** 12:47
7. **"…THE SUCCESSOR TO WILLIE THE PIMP"** 0:58
8. **THE CURSE OF THE ZOMBOIDS (I'm The Slime)** 6:10
9. **DON'T YOU EVER WASH THAT THING?** 23:26
10. **FZ & THE PERCUSSION SECTION** 5:17
11. **PALLADIUM JAM - PART 1** 3:56
12. **PALLADIUM JAM - PART 2** 9:01

COBO HALL
DETROIT, MICHIGAN
MAY 12, 1973

Engineer: Steve Desper
Source: ½" 4-Track analog tape
Re-Mix, Audio Restoration and Mastering by John Polito, Audio Mechanics, 2023
After The Palladium show in Hollywood, Sal Marquez joined the group and went on tour for a few months, mainly covering the east coast with a few west coast dates early in April along with a one night engagement in Toronto. During this run, The Mothers were joined by John McLaughlin's Mahavishnu Orchestra among others. For the Detroit show, blues guitarist John Hammond was also on the bill. This may explain why the performance seems shorter than average, clocking in at roughly an hour and 14 minutes with the encore. Due to union hall curfews and the amount of bands playing, this is most likely the case. After Cobo Hall, the tour continued until May 20th when FZ and crew ventured back to Los Angeles and into Bolic Sound Studios to continue recording sessions. After which, a summer tour to Hawaii and Australia would be the last time Frank would work with Sal. During the recording of the Detroit show, engineer Steve Desper was riding levels in real time, boosting Ruth's vibraphone and marimba during certain sections of the tunes. Unfortunately he caused audible distortions as his level boosts were overdriving the channel. Thanks to John Polito, all of those distortions have been cleaned up, making this show much more listenable. He gets the badge of honor! Lastly, the first reel ran out during the first St. Alfonzo's Pancake Breakfast. A patch created from Annapolis, MD (5-19-73) joins the two reels together to cover the missing audio.

1. **COBO HALL '73 BAND INTROS AND SOUND CHECK** 6:08
2. **EXERCISE #4** 2:27
3. **DOG BREATH** 1:16
4. **THE DOG BREATH VARIATIONS** 1:32
5. **UNCLE MEAT** 2:29
6. **FIFTY-FIFTY** 7:21
7. **INCA ROADS** 11:47
8. **FZ INTRODUCES THE DON'T EAT THE YELLOW SNOW MEDLEY** 1:20
9. **DON'T EAT THE YELLOW SNOW** 1:17
10. **NANOOK RUBS IT** 6:04
11. **ST. ALFONZO'S PANCAKE BREAKFAST** 2:14
12. **FATHER O'BLIVION** 2:34
13. **ST. ALFONZO'S PANCAKE BREAKFAST (Reprise)** 5:25
14. **JOIN THE MARCH** 0:59
15. **COSMIK DEBRIS** 7:34
16. **MEDLEY: KING KONG/CHUNGA'S REVENGE/ SON OF MR. GREEN GENES** 12:36



Date
Client
Program
Engr. Studio
Speed Tracks

WHITNEY RECORDING STUDIO, INC.
1516 WEST GLENOAKS BLVD. GLENDALE, CALIFORNIA 91201
245-6801 241-4228

50/50 MASTER

SELECTION

50/50
Incl Reel

TRACK 1	TRACK 2	TRACK 3	TRACK 4	TRACK 5	TRACK 6	TRACK 7	TRACK 8
DRS.				BASS	ORG	+VIB.	
TRACK 9	TRACK 10	TRACK 11	TRACK 12	TRACK 13	TRACK 14	TRACK 15	TRACK 16
ORG VIB	VERB	TB	GTR. WAH.	GTR. INT.		ELT	ELT

TRACK 1	TRACK 2	TRACK 3	TRACK 4	TRACK 5	TRACK 6	TRACK 7	TRACK 8
TRACK 9	TRACK 10	TRACK 11	TRACK 12	TRACK 13	TRACK 14	TRACK 15	TRACK 16

TRACK 1	TRACK 2	TRACK 3	TRACK 4	TRACK 5	TRACK 6	TRACK 7	TRACK 8
TRACK 9	TRACK 10	TRACK 11	TRACK 12	TRACK 13	TRACK 14	TRACK 15	TRACK 16

BOLIC Sound
1310 NORTH LA BREA AVENUE
INGLEWOOD, CA. 90302 / (213) 678-2632

MASTER REEL CONTROL

CLIENT I.C.A.
ARTISTS F. ZAPPA
DATE 3-19/20-73
ENGINEER BK
WORK ORDER NO.
SPEED 30 IPS
REEL NO 1

TITLE DIRTY LOVE #2

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
TRACKS	DRUMS	→	→	→	FUZZ B	BASS	WAH FUZZ B	LO VOC	LO VOC	CLAV/NET VIOLIN E GUIT	→	GIRLS		WAH VOC	HI VOC	HI VOC
TAKES																

TITLE DYNA MOE HUMA #1

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TITLE YOUNG SOPHISTICATE #3

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TRACKS							FLAN									
TAKES																

Mothers
Detroit
5/12/73

FRANK ZAPPA'S
OVER-NITE SENSATION AT 50:

A fun 'n frothy progressive rock jazz-fusion cocktail at the crossroads of commercial potential.

By Mark Smotroff

Our Story So Far…

Welcome to the 50th Anniversary edition of Frank Zappa's legendary album *Over-Nite Sensation*!

You are joining our contextual edutainment program already in progress. At this moment in late 1972, we find our beloved hero has retired many icons from his immediate past. Uncle "Stu" Meat is back in his basement laboratory. Big Swifty has gone into trend-mongering public relations work, and Calvin is dropping off his hitchhikers. Emperor Cletus Awreetus-Awrightus has even split up the megaphonic Grand Wazoo.

Seeking wider vistas, Zappa soon envisioned a new storybook-like universe featuring songs and characters from yet still other sides of these lives including: a tycoon who farms wild dental floss with fake diamond-encrusted tweezers; a beloved pygmy pony; a boogie man-like monster and horror-film-worthy slime oozing from TV screens. There were also voodoo tarot practitioners and other curious creatures festooned in rancid ponchos hailing from Camarillo to Mendocino.

But before Zappa could ride off into the dawn on his trusted miniature steed, there was much prep work necessary to bring this new universe to life in song. This included pulling together and rehearsing a brand new band… writing new music for them to record… road testing the group on new tours… and ultimately delivering a new album all before the end of 1973!

In 20/20 hindsight, it is incredible to contemplate just how much Frank Zappa accomplished between the time he broke up the last Wazoo-era band in late 1972 and September 1973 when said next album would be issued.

That year, Zappa released what is now considered a landmark album, *Over-Nite Sensation*, a record that effectively drew a line in the sand between his past and future. In many ways it changed the course of his life.

Several factors buoyed Zappa's career reboot including his new DiscReet-branded boutique label and state-of-the-art quadraphonic recording technologies. And despite his voice having been lowered a third of an octave due to his crushed larynx after being pushed off the stage by a crazed audience member in 1971, Zappa amazingly had a renewed sense of songwriting possibilities for a new vocal oriented music.

On *Over-Nite Sensation*, Zappa achieved a near-perfect, highly-caffeinated blend of hard-rocking pop-song melodicism, jaw-dropping, jazz-fusion musician "chops,"

and avant-garde theater-of-the-absurd aesthetics adorned with periodically-bawdy vaudevillian stage presentation.

The album ultimately dealt with wildly eclectic subject matter ranging from Big Brother-like TV propaganda to unconventional sexual practices. Along the way he poked fun at then still-lingering hippie culture while name-checking an imaginary pony ("Mighty Little") and a poodle called "Frenchie."

Riding his trusty little horsey as fast and far as he could, Zappa lassoed in new fans lyrically and musically on *Over-Nite Sensation*, challenging listener's minds with wild storylines far beyond the lagoons of the Mudshark, well on the other side of Billy The Mountain.

GOLD RECORD HORIZONS

That an album like *Over-Nite Sensation* could become a Top 40 hit record on the Billboard charts remains an amazing feat.

Contrary to its title, Zappa himself was no overnight sensation; the album in fact wasn't an immediate hit and initially received mixed critical response. However, this new music caught on organically with fans. Many of the songs became instant classics remaining in Zappa's live repertoire for the rest of his career.

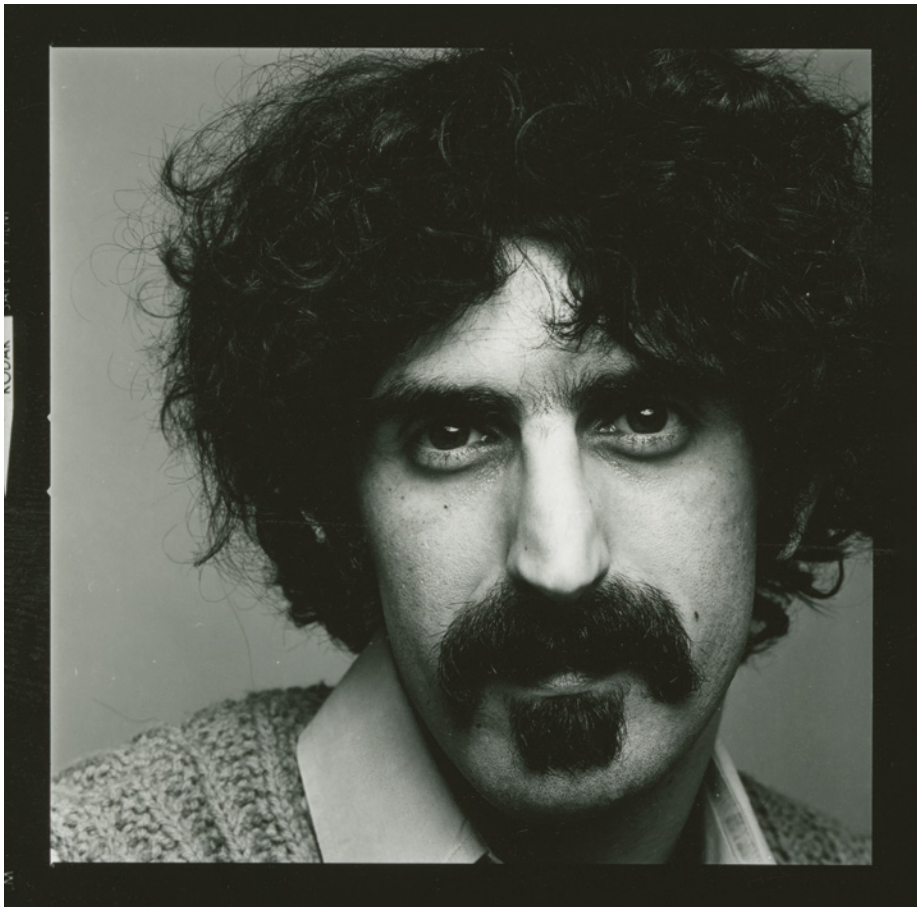
By 1976 *Over-Nite Sensation* became Zappa's second gold record. March 1974's *Apostrophe(')* was Zappa's first gold record, selling more than 500,000 copies. These two albums quickly became essential Zappa listening.

Underscoring how popular this music was to his fans, in November 1976 when Zappa made his first appearance on the pioneering and influential national variety TV show *Saturday Night Live*, one song featured was "I'm The Slime" (with now-iconic actual slime special effects oozing from the NBC-TV studio monitors). Zappa did not perform material from his then-new album *Zoot Allures* (released in October that year).

Over-Nite Sensation might well have actually sold even more upon its release had it not been for the vinyl shortage at the time. The Middle East oil crisis was in progress and — a key ingredient in making vinyl — was being conserved. And, if product wasn't in the stores, it couldn't sell.

A GATEWAY ALBUM FOR NEW FANS

It can be argued that Zappa's album *Fillmore East — June 1971* helped prime the pump



for *Over-Nite Sensation*'s success, as it too became a fan favorite. New audiences were hooked by the wildly funny story-songs (as well as Zappa's ever-increasingly kickass guitar soloing.). The album reached Billboard's Top 40.

The vaudeville-like aesthetic — in especially full flower during that era of The Mothers — returned in finer focus for *Over-Nite Sensation*, eventually leading up to the formation of the legendary and so-called "Roxy-era band" in the year ahead.

When I got to college in 1979, both *Over-Nite Sensation* and *Fillmore East — June 1971* were often found in many of my new friend's record collections. They were no doubt many people's first exposure to Zappa. In effect, *Over-Nite Sensation* became a gateway to Zappa's music for his next generation of fans.

SURFING THE PROG-FUSION WAVE

Zappa was a savvy business person with a good understanding of audiences and innate sense of how the music-making universe worked. After the financial failure of the original Mothers (which he reported in his autobiography had left him in debt to the tune of $10,000, quite a lot of money in 1969) he had to do something that would allow him to keep creating.

Rock music itself at that time was experiencing an exciting transformation, crossing many genre boundaries. American groups like Chicago and Blood, Sweat & Tears were scoring big hits with their horn-based jazz-flavored hybrid rock sounds. Meanwhile, over in England, groups like Emerson, Lake & Palmer, Jethro Tull and Yes were having success playing so-called "progressive rock." Designed for long-form listening experiences, much of this "prog" music was almost classical in form with elaborate movements and motifs, yet also featured extended improvisation as in jazz.

Many of these artists employed cutting edge synthesizers, exotic percussion and new types of special effects devices in this new music. These futuristic sounds fit the times, especially for the emerging high fidelity FM stereo radio marketplace (as compared with lower fidelity, monaural, AM radio). Additionally, high quality home audio systems were also becoming more popular and more affordable then, so many consumers were stepping up their sound systems.

Equally progressive and mostly instrumental jazz-rock fusion music was also a hot commodity at that time and Zappa had played a crucial role in this genre's genesis via his groundbreaking first solo album, 1969's *Hot Rats*. Miles Davis's influential 1970 *Bitches Brew* collection no doubt helped spur a flurry of new bands playing this expansive music. For example, electric violinist Jerry Goodman (of Chicago's under-appreciated The Flock) soon joined Davis's guitarist John McLaughlin and drummer Billy Cobham in a stunning supergroup called The Mahavishnu Orchestra (with which Zappa later toured). There were many others in on this movement.

Once Zappa started working with serious jazz musicians on *Hot Rats*, *Waka/Jawaka* and *The Grand Wazoo*, his fusion aesthetic became more pronounced. In some ways, it might be argued that these new fusion-oriented audiences were effectively catching up with Zappa!

Finely meshing this type of music with the rock-concert-as-theater performance art he'd mastered with the original Mothers of Invention during his 1967 New York residency contributed to the unique feel ultimately heard on *Over-Nite Sensation*. And somewhere in the midst of this musical maelstrom, Zappa would assemble his next Mothers of Invention, an unconventional compact rock-jazz orchestra which could deliver an enormous breadth of sound: trumpet, flute, bassoon, keyboards, saxophone, trombone, synthesizers (which were cutting edge in 1973), electric violin, drums, percussion and even an electrified marimba.

RIGHT PLAYERS, RIGHT TIME, RIGHT PLACE

This 50th anniversary celebration of *Over-Nite Sensation* gives serious fans ample opportunity to bask in Zappa's wondrous creative process crafting this new music.

He pulled in keyboard and saxophone genius Ian Underwood from the original Mothers, who by this time had also married Zappa fan and Juilliard-trained percussionist/vibraphone/marimba genius, Ruth Underwood (formerly Ruth Komanoff). She first appeared on *Uncle Meat* followed by *200 Motels* and *The Grand Wazoo* live band. For *Over-Nite Sensation*, however, Ruth became a full member of the new Mothers, beginning in February 1973.

Zappa had featured French jazz violin virtuoso Jean-Luc Ponty on 1969's *Hot Rats*. Simultaneously that year, Ponty recorded *King Kong: Jean-Luc Ponty Plays The Music Of Frank Zappa*. So, he was a natural for this new Zappa band.

Another clear choice was George Duke who had worked with Ponty on 1969's *The Jean-Luc Ponty Experience With The George Duke Trio*, *Electric Connection* and the aforementioned *King Kong: Jean-Luc Ponty Plays The Music Of Frank Zappa*. Duke performed on *200 Motels* and *Chunga's Revenge*, toured with the Mothers in 1970 and returned in 1972 for *Waka/Jawaka* and *The Grand Wazoo*.

Zappa found other key players on the touring music scene. We can connect some musical dots, learning that bassist Tom Fowler had been playing with David LaFlamme's popular group, It's A Beautiful Day. Soon-to-be legendary drummer Ralph Humphrey (RIP) was in the modern big band led by acclaimed jazz trumpeter composer Don Ellis (a popular group which even opened for rock acts like Quicksilver Messenger Service and Leon Russell). Trumpeter Sal Marquez seems to have been cherry-picked from one of jazz legend Woody Herman's later "Herds" and is on their 1969 release, *Light My Fire*.

Like Duke Ellington and Charles Mingus before him, Zappa assessed the strengths of his players and wrote music to capitalize on their skills, evident at most every twist and turn of *Over-Nite Sensation*. For quick examples, listen for those fantastic fills by Humphrey on "Montana," or Duke's funky clavinet-type lines on "I'm The Slime" or Underwood's wild marimba/vibraphone breaks in "Zomby Woof."

LANCELOTTI LINKAGE

Zappa wanted his new music to be vocally driven yet he ultimately wanted a lead singer/front person to supplement his own efforts. He was actively auditioning candidates while on tour. One notable talent who briefly came into Zappa's orbit was Ricky Lancellotti, who contributed now-iconic leads to *Over-Nite Sensation* before more or less disappearing from the Zappa-verse.

Lancelotti's professional history is very interesting. He had appeared on the popular 1960's teen music TV show *Shindig* and released some singles on RCA Records. He was apparently also an uncredited singer on recordings by the popular 1968-70 NBC live action children's TV show, "The Banana Splits," featuring animal-creatures as a psychedelic rock band.

From liner notes to the 1996 archival release, *The Lost Episodes*, we learn from Zappa himself how they crossed paths and why Lancelotti didn't end up touring with the group: "He auditioned for the band, passed, went home and got ripped, and broke his arm. I said 'Rick, you're not going to make the tour. He used to carry a .45. He had a cassette in which he imitated 100 cartoon voices in 60 seconds. I thought he was really talented. He wanted to get work as a cartoon voice guy, but never did."

Lancelotti appeared live with Zappa just one time at the Hollywood Palladium, March 23, 1973. Even among hardcore Zappa concert collectors, this recording has never been known to have circulated.

The Lost Episodes notes offer more detail about this show: "At a particularly memorable 1972 (editorial note: correct year was 1973) Hollywood Palladium MOI concert (of which Zappa held fond recollections of Lancelotti singing "Smog Sucker"), the lion-maned vocalist favored the crowd with ferocious scat-singing whenever FZ was inspired to beckon him from the wings. Frank would open and close his hand in a gesture symbolizing a talking mouth, and Lancelotti would magically appear on stage and begin bellowing."

Humphrey in the *Classic Albums* series DVD featuring *Over-Nite Sensation* and *Apostrophe(')*, reflected on Lancelotti's contributions, saying he was a: "Really interesting guy. Ricky was really crazy! Frank found these characters. I don't know where but he would find these people and bring them in and they would do just the most incredible things."

ZAPPA'S GOT A BRAND NEW BAG

In a March 26, 1973 review of the Hollywood Palladium performance, legendary *Los Angeles Times* jazz critic, Leonard Feather, reflected favorably on Zappa's new jazz-hued music:

> "Frank Zappa's new bag places less reliance on ugliness, less harping on the bizarre, with increased dependence on the inherent value of his music. The personnel indicates a strong leaning toward jazz.
>
> "The most telling proof of where Zappa's head is now located could be found Friday night at the Palladium in his writing for the oddly constituted front line: Ponty, Fowler, Ian Underwood on alto sax, clarinet or flute and Ruth Underwood on Marimba. The attractive voicings sometimes mirrored modern classical influences.
>
> "'Redundant' (editor note: "RDNZL"), the opening number, was one of the best examples of Zappa the composer/arranger seriously at work. Later came excerpts from the *'Uncle Meat'* LP, a new number called 'Fifty-Fifty' and the kinky 'Dental Floss."
>
> Zappa soon brought this accomplished band into the studio to record the first of the new songs. Per dates listed on master tape reel boxes in the Zappa Vault, on March 19 and 20 the group tracked: "Dinah Moe Hum," "Dirty Love" and "For The Young Sophisticate" and then "Montana," "I'm The Slime" and "Inca Roads."

Going back to the aforementioned *Classic Albums* DVD, we gain more perspective from the musicians and engineers who were there:

Humphrey: "We'd work stuff on the road and work stuff in rehearsal. Rehearsals were intense, five days a week… six hours a day. When the band hit the road we were ready to go."

Duke: "…We'd record for hours… And that's kind of the way it worked, every day around the clock. Rehearsals were pretty much the same way. This was a commitment… This was a serious commitment. A commitment to excellence."

Kerry McNabb: "*Over-Nite Sensation* was musically very appealing to me. Frank was a little jazz oriented but it was also rock 'n' roll. It blended that really nice. I always liked that."

TWISTED STORYTELLING FUN FOR EVERYONE

Zappa's new songs were fascinating: still plenty unusual but now bearing a somewhat more lighthearted sense of frothy fun. It has been argued by some that *Over-Nite Sensation* is largely focused on sex. Ultimately, the album offers a just-right balance of social commentary, madcap whimsy and comic sleaze floating in a pool of awe-inspiring musicality.

There may have also been something of a Trojan horse effect of this new music on new listeners — or perhaps Trojan "Pygymy Pony" would be a more apropos term. It is worth considering the impact of this music as listeners were being introduced to very complex musical ideas beneath its light-hearted exterior. *Over-Nite Sensation* was actually quite challenging, intellectually stimulating and ultimately forward-leaning.

These compositions leap, tumble and spin at and around listeners like video game super-star characters whizzing from level to level across a playing field of slamming musical styles. Add to that cartoon-worthy interstitial moments — like Carl Stalling's Raymond Scott-inspired legendary cartoon scores — and the net effect to the listener is a heady artistic brew unlike most anything else of that time.

COMMERCIAL POTENTIAL

Over-Nite Sensation marked the start of a new period of musical and commercial growth for Zappa. Early on in his career FZ adopted a phrase which had been thrust in his face upon rejection of his music — "No Commercial Potential"— and subsequently used it in the liner notes to *Freak Out!* as a sort of proud badge of honor. As luck would have it, *Over-Nite Sensation*, and its sequel *Apostrophe(')*, actually delivered significant commercial potential and thus became a career game changer for Zappa. It reached #32 in the pop charts. Yet, there was still enough of the Zappa subversiveness tucked away within making it all the more cool and appealing for fans

(especially for then newbie fans, such as this writer who was a 12-year old just getting into Zappa back in the day).

This period must have been a happy time for Zappa after all the turmoil he'd been through, from splitting up the old Mothers on the brink of bankruptcy to the 1971 concert attack and resultant life-threatening injuries. I can just picture him back in the day reflecting on this success, pleased with his new direction. Imagine, if you will, Zappa perched atop his own precious pygmy pony, heading homeward over the Laurel Canyon hillsides as the dawning sun rises after a fine night of hard work on stage and in studio. He smiles to himself and stops to bask in the warming sunshine for a moment, looking up to the sky reflectively. And then, while no one is looking or listening, he shouts out a gleeful "Yippy-Ty-O-Ty-Ay!" echoing across the desolate plains of the music industry before him.

Mark Smotroff is a freelance music writer and lifelong Zappa fan. A deep music enthusiast and vinyl collector, Mark's reviews have appeared online at many sites including Analog Planet and Audiophile Review. In print, Mark has written for *EQ*, *Mix*, *Sound & Vision* and others.

PALLADIUM (RICK)
FUNKY NOTHING.
CRITERIA STUFF
PONTY MARCH

80

FRANK ZAPPA
MOTHERS OF INVENTION

DISCREET

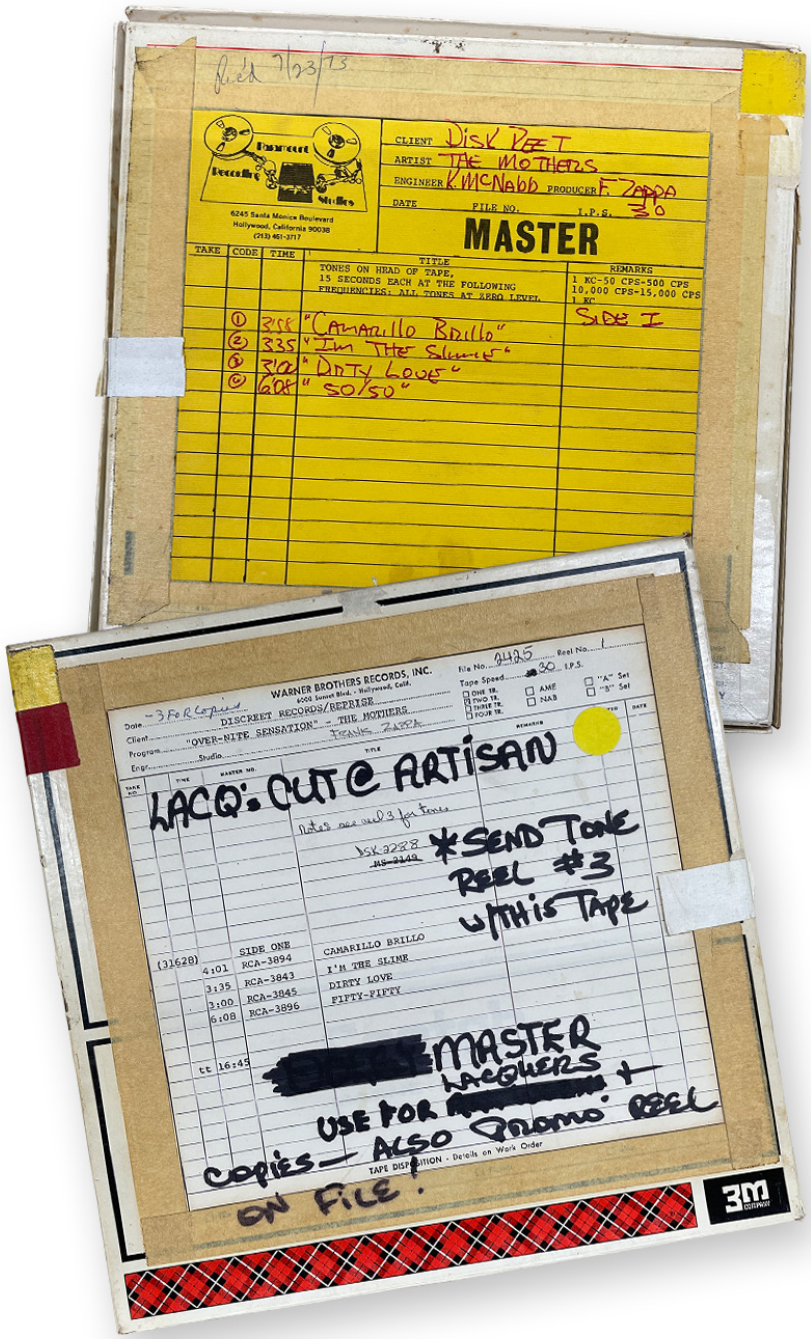
NORTH LA BREA AVENUE
EWOOD, CA. 90302 / (213) 678-2632

TRACKS
TAKES
TITLE

Over-Nite Sensation.

An absolute classic. For some a gateway to Zappa, a place to start along with the following 1974 release *Apostrophe(')*. It was also the first album by Zappa to be released in Quadraphonic surround sound. Quad was brand new to the consumer in 1973. It didn't last long, but Zappa embraced the experience, ultimately mixing three of his records in the format before it went defunct in the marketplace (a similar fate to most surround formats in the coming years).

Over-Nite Sensation eventually went Gold. It was released during a time when the relationship between FZ and Warner Bros. Records was thriving. It was the first Zappa album to be released on the newly launched DiscReet Records label. The album signaled a change in musical direction for The Mothers, with Frank handling the bulk of the lead vocals and being the only guitar player. The new group was comprised of virtuoso musicians, mostly rooted in jazz (George Duke, Jean-Luc Ponty, Ralph Humphrey & Sal Marquez), serious music (Ian Underwood & Ruth Underwood), and polished off with the Fowler brothers (Bruce on trombone and Tom on bass). The instrumentation of this line-up was like having a mini orchestra in a rock format. Zappa utilized them brilliantly, crafting arrangements for the existing material like "Cosmik Debris" and "Montana" whilst writing a large number of new compositions. The recording sessions at Bolic Sound and Whitney Studios were sweetened by the addition of guest vocalists. The crazy over-the-top vocal stylings of Ricky Lancelotti catapulted songs like "Fifty-Fifty" and "Zomby Woof" into the stratosphere. Kin Vassey added tasty tid-bits here and there. Perhaps the most legendary of all would be the inclusion of Tina Turner and her Ikettes. With Zappa tracking at Ike Turner's Bolic Sound studio in Inglewood, CA, it makes sense Tina and Frank's paths would eventually cross. Although famously uncredited, their background vocals (featured throughout the record) are undeniably unique and the perfect addition. If you heard *Over-Nite Sensation* for the first time in 1973, it was immediately apparent something new, different, and exciting was happening in Zappa's musical universe. The material was funny, challenging and more accessible than the output of the prior few years, and the shit was funky. The album went through several sequence choices throughout early June, at one point incorporating instrumental songs like "Inca Roads" and "RDNZL." "Wonderful Wino," which eventually was released 23 years later on *The Lost Episodes* CD, was also a contender. The record was completed at Paramount Studios in Hollywood CA with engineer Kerry McNabb before the band departed for Hawaii and Australia. Album Masters were turned into Warner Bros. in July. Frank hit the road hard in 1973, touring auditoriums, theaters, and college venues, tapping into a new audience as well as catering to the hardcores from the past. The concerts would primarily consist of new compositions blended with some rearranged older tunes. This was very typical for Zappa, always prioritizing the new.



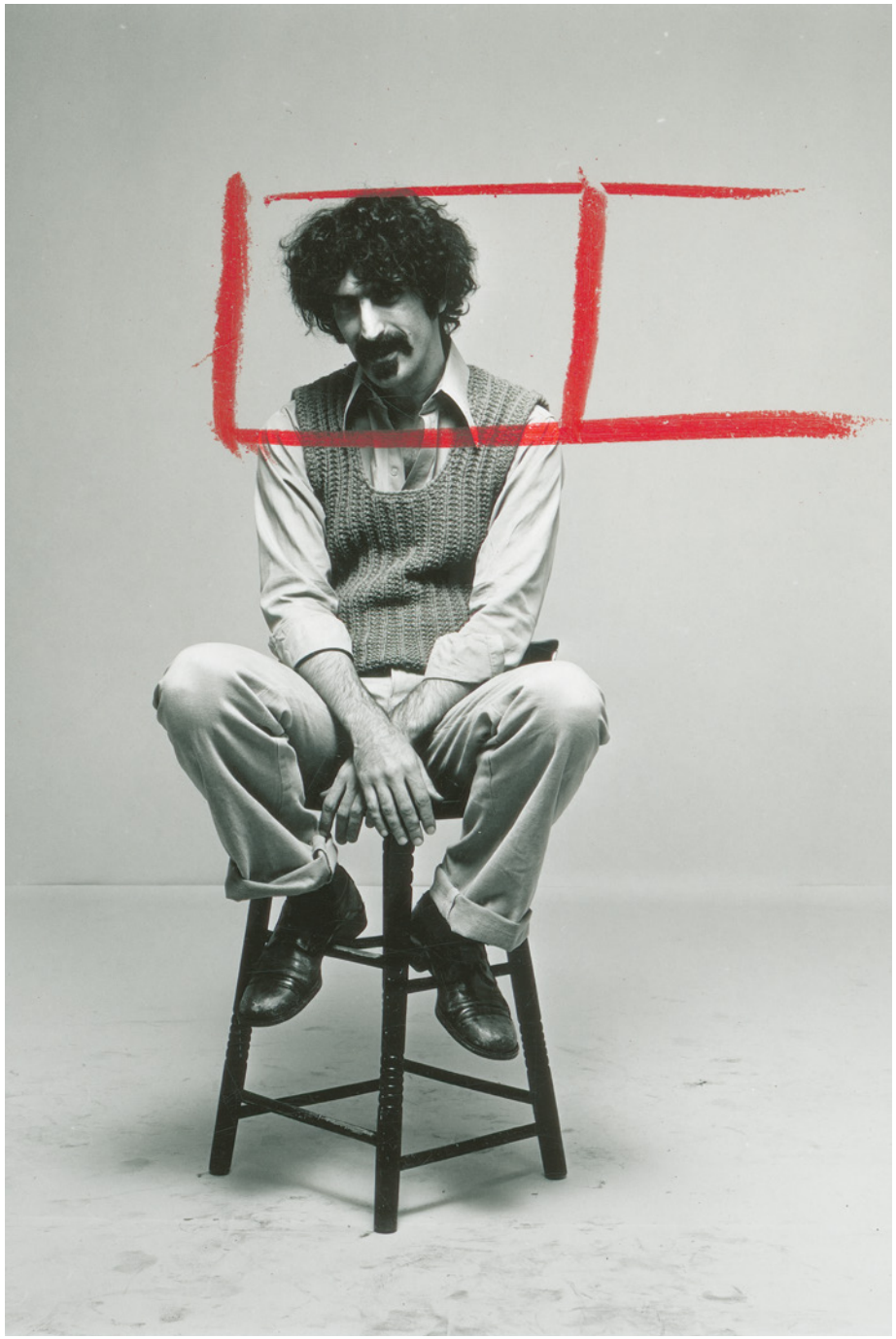
Songs like "I'm The Slime," "Fifty-Fifty," "Zomby Woof" and "Camarillo Brillo" were hot off the press and incorporated into the live repertoire instantly. Over the years, almost every song on *Over-Nite Sensation* would go on to become live staples and fan favorites.

The album was released in September 1973 and was consistently repressed worldwide on vinyl all throughout the '70s and early '80s. By the late '80s, once FZ won control of his past masters, Zappa digitally remastered the album and released it in a vinyl box set (*The Old Masters*-Box II) through his own mail order distribution and on CD and MiniDisc through Rykodisc. In 2012, the original master tape was used to remaster the album to its 1973 sonic glory by mastering legend Bob Ludwig for updated digital distribution. It is this version that is featured in the 50th Anniversary edition. For the vinyl edition, we prioritized cutting from the original analog tape with engineer Chris Bellman at Bernie Grundman Mastering, maintaining an all-analog chain for the complete audiophile experience.

Over-Nite Sensation will go on in history as one of the absolute quintessential Frank Zappa records of his entire catalog. We are so pleased to celebrate this monumental recording, 50 years on, with a host of alternate mixes by the Maestro, unheard and unreleased recording session highlights, complimented with all the other master takes of songs that didn't make the final album but would eventually be featured on other releases by Zappa in different forms. Additionally, we present for the first time in 50 years, the vintage 4 channel Quad mix remastered along with a brand-new Dolby Atmos mix from the original 16-Track Multi-track Masters.

Happy 50th anniversary OS, may you live on forever and continue to delight the "Lifers" as well as providing an entry point to one of the most iconic, influential, and important composers of 20th century music.

Joe Travers
Vaultmeister 2023



50th ANNIVERSARY SUPER DELUXE

Produced for release by:
AHMET ZAPPA & JOE TRAVERS

Dolby Atmos mixes from the
original 16-track Masters by:
KARMA AUGER & ERICH GOBEL
AT STUDIO1LA, 2023

Hi-Res Stereo Remaster by:
BOB LUDWIG
AT GATEWAY MASTERING, 2012

Essay by:
MARK SMOTROFF

Liner Notes by:
JOE TRAVERS

Photography:
SAM EMERSON (Studio Photos)
JEFFREY MAYER (Live Photos: Hollywood Palladium)
MELANIE STARKS (Tape Box Photos)

Art Direction & Design:
MICHAEL MESKER

Production Director:
MELANIE STARKS

ZAPPA RECORDS

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